



ANNUAL
REPORT

2014

NETWORK FOR ECONOMIC EXPANSION



NORTH CAROLINA
RAILROAD
C O M P A N Y

TABLE OF CONTENTS

| | |
|--|----|
| LETTER FROM THE CHAIRMAN | 4 |
| JOB CREATION FOR THE PEOPLE OF THE STATE..... | 5 |
| PURSUIT OF ECONOMIC DEVELOPMENT | 6 |
| ONGOING CAPITAL IMPROVEMENT PROGRAM IN PLACE | 7 |
| STRATEGIC PLANNING: THE BLUEPRINT | 9 |
| A MORE POWERFUL DRIVER OF PROSPERITY..... | 10 |
| MEASURING ECONOMIC IMPACT | 11 |
| BOARD OF DIRECTORS AND MANAGEMENT TEAM | 12 |
| FINANCIAL REPORT..... | 13 |
| NORTH CAROLINA RAILROAD COMPANY CORRIDOR MAP | 31 |

OUR MISSION:

To develop the unique North Carolina Railroad assets for the good of the people of North Carolina.

OUR VISION:

To improve our state by:

Enabling freight to grow business;

Expanding rail to move people;

Investing in North Carolina.

HISTORY TELLS US THAT THE PURPOSE OF THE NORTH CAROLINA RAILROAD COMPANY'S CREATION 166 YEARS AGO WAS TO ENHANCE ECONOMIC DEVELOPMENT. IN 2014, THE COMPANY'S COMMITMENT TO SERVE THE PEOPLE OF NORTH CAROLINA IN THE SAME WAY IS FIRMLY IN PLACE.

The official mission of today's North Carolina Railroad Company (NCRR) is to develop the railroad's unique assets for the good of the people of North Carolina. This mission is being achieved in three discrete ways: **enabling freight to grow business, expanding rail to move people and investing in North Carolina, with a special emphasis on economic development.**

When the Company was first chartered in 1849 by the General Assembly and directed to build a railroad between Charlotte and Goldsboro, the Company's founders almost certainly had the same fundamental goals in mind.

The railroad was created to connect the eastern and western parts of North Carolina, promoting development along the rail line and throughout the State.

Developed from the beginning with both public and private investment, the NCRR set about to manage what has become a 317-mile, 200-foot-wide corridor stretching between Charlotte and Morehead City.

investing in
North Carolina's
economic development

expanding rail
to move people

enabling freight
to grow business

LETTER FROM THE CHAIRMAN



2014 was one of its most important years since the North Carolina Railroad Company (NCR) came into being in 1849. The Company more than ever is focused on its mission and well equipped to pursue it.

The Company's Job One is to manage the 317-mile, 7,000-acre corridor between Charlotte and Morehead City in a fashion that delivers maximum economic benefit to its single stockholder, the people of North Carolina.

That challenge is being met with the railroad's strongest commitment to economic development in its history, as noted in this annual report.

During 2014, our new strategic plan moved from the planning stage to implementation. The NCR has taken a greater role in the State's industrial expansion and job creation; strategic planning is providing the blueprint.

While the NCR is a private company, its stock is owned by the people of the State, giving it the strengths of private management and ownership by our citizens. This creates truly unique collaboration opportunities with economic development and transportation entities statewide. That gives North Carolina a key strategic advantage.

The railroad's financial strength derives primarily from the Company's trackage rights agreement with Norfolk Southern. The NCR is also pleased with its collaboration with the North Carolina Departments of Commerce and Transportation, the General Assembly and the full complement of local and regional leaders along the NCR's main corridor.

One of 2014's highlights was the NCR's fifth Progress in Motion Rail Forum in Raleigh in September, where more than 300 experts in their fields gathered for education and networking.

At the Forum, RTI international released results of its study of the Company's impact on the State's fiscal health, revealing that the NCR had a direct annual impact on the North Carolina economy of an estimated \$794 million.

Every North Carolinian can be proud of that, as are all of us at the Company. I am proud to serve the NCR as its board chairman and I look forward to its future growth and success.

A handwritten signature in black ink, appearing to read 'FRANKLIN ROUSE', written in a cursive, stylized script.

Franklin Rouse
Chairman, NCR Board of Directors

JOB CREATION FOR THE PEOPLE OF THE STATE

The longtime working relationship with the State was formalized and strengthened in 1998 when the Company bought all remaining private NCRR stock shares, retaining the NCRR as a privately-run company, but one fully owned by the people of the State.

In 2000, the North Carolina General Assembly created a statute enabling the Company to reinvest working capital into crucial improvements to the NCRR corridor.

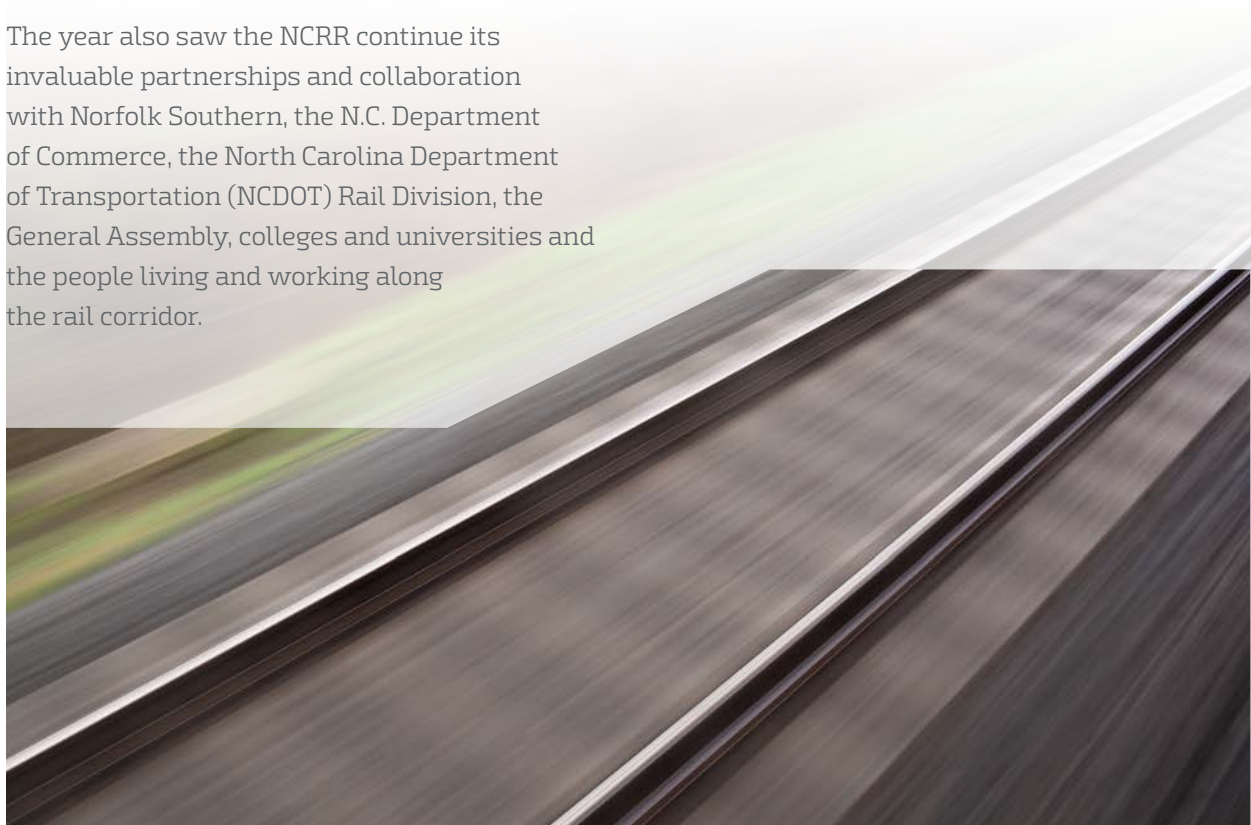
Fifteen years later, the NCRR continues to build its job-creating relationships, managing the 317-mile NCRR corridor in ways that will attract economic development and create jobs. The Company's day-to-day job in 2014 has been to collaborate with its partners to expand freight service throughout North Carolina, while supporting the growth of passenger service.

The year also saw the NCRR continue its invaluable partnerships and collaboration with Norfolk Southern, the N.C. Department of Commerce, the North Carolina Department of Transportation (NCDOT) Rail Division, the General Assembly, colleges and universities and the people living and working along the rail corridor.

In 2014, the Company's board of directors named new Chairman Franklin Rouse, Jr. and Vice Chairman Robert Brown. The board also moved a new strategic plan from the planning phase to tactical application, thus enhancing the Company's role in driving economic expansion and resulting job creation statewide.

The plan has a heavy emphasis on economic development and increased partnerships with the economic development community. There is also a new focus on capital investments in freight that spur economic growth both on and off the core corridor.

And the plan offers an investment roadmap to fully inform the General Assembly and key stakeholders around the State of how the Company collaborates with private and public interests to create and retain jobs.



PURSUIT OF ECONOMIC DEVELOPMENT

An excellent example of the Company's complementary role in driving economic development is the April 2014 decision by Cambro Manufacturing to open a new plant in Alamance County, an investment of \$34 million and creation of 100 new jobs.

Now completing its new facility in the Samet Corporation's N.C. Industrial Center (NCIC) in Mebane, Cambro manufactures plastic trays, shelving and insulated transport products. It is headquartered in Huntington Beach, California.

NCRR's Senior Economic Developer Richard Wiley commented, "Cambro required a rail spur to bring in raw materials, and we chose to construct what we call a lead track. This satisfies Cambro's need, and will serve multiple customers in the future."

A Samet statement relates, "The initial presentation about the potential for the NCIC site, including the rail infrastructure, was made to Cambro in January 2014. NCRR took the lead role in the funding package needed to build the lead track now under construction. Ground was broken in May 2014 and the project moved into (Cambro's) new 220,000-square-foot building in December 2014."

The NCRR's board also paid close attention in 2014 to the acceleration of efforts to attract a large automobile manufacturer. Development of what are known as "mega-sites" is an increasingly important part of the State's economic recruiting effort.

In order to better understand the process of attracting mega-site occupants, the Company is working with county and regional economic developers to help ensure site readiness, including rail access.

Another example of the Company's commitment to widespread economic development is a state-wide rail site identification program. Continuing into 2015, this is a detailed examination of the counties in the state with any rail bed, no matter how small. The study is being executed by Greenfield Consulting, a full-service economic development advisory firm.

The program is designed to identify any land appropriate for long-term rail accessibility and the economic development that might follow. The study will also establish a "go to" resource for industrial rail users and resulting economic impact.



NCRR joins Cambro leaders and other partners to break ground on Cambro's facility in Alamance County, May 2014.

ONGOING CAPITAL IMPROVEMENT PROGRAM IN PLACE

While large-scale economic development demanded attention in 2014, the Company continued with its longstanding capital improvement program, with investment in track expansion, bridges, sidings and additional infrastructure to attract business and support North Carolina military bases.

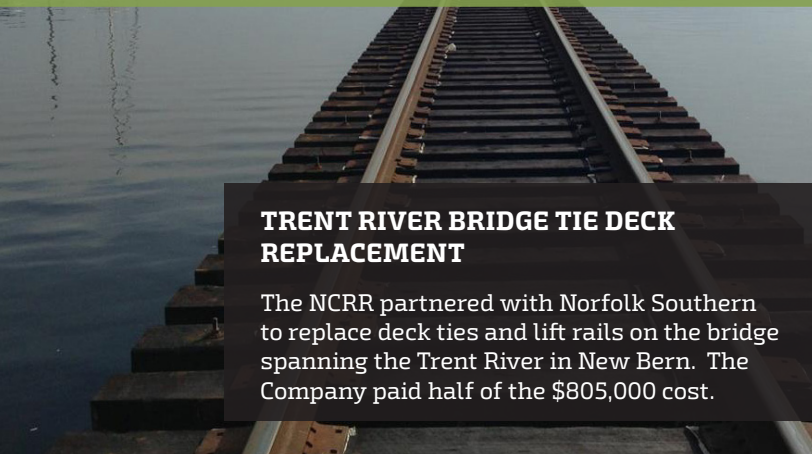
In November 2014, the NCRR Board of Directors approved moving forward with more than \$13 million in investments across the State. The investments are already expanding rail access, improving safety and sustaining rail projects spanning from Mecklenburg County northeast to Durham County, and from Durham County southeast to Wake and Craven counties.

The partnership between the Company and the NCDOT Rail Division became stronger in 2013 and 2014 when the General Assembly created a freight and safety fund from NCRR dividends paid to expand NCRR's economic development footprint.

In December 2013, the Company paid a one-time dividend of \$15.5 million into the fund. In January 2014, the NCRR paid the State its first annual dividend of \$3.7 million, about equal to 25 percent of the NCRR's annual income from trackage rights agreements.



2014 COMPLETED PROJECTS



TRENT RIVER BRIDGE TIE DECK REPLACEMENT

The NCRR partnered with Norfolk Southern to replace deck ties and lift rails on the bridge spanning the Trent River in New Bern. The Company paid half of the \$805,000 cost.



PASSING SIDING AT LAGRANGE

This new two-mile passing siding at LaGrange in eastern North Carolina is the only siding along a 114-mile stretch between Selma and Morehead City. The NCRR paid the entire \$3.5 million cost.

*photo credit:
Ward Sutton*



SELMA YARD IMPROVEMENTS

Business expansions in eastern North Carolina required upgrades in the important Selma Rail Yard. The NCRR invested \$1.9 million for a fourth track needed to improve handling capacity and storage.



WEBB AVENUE BRIDGE RESTORATION

NCRR and Norfolk Southern partnered on a \$850,000 project to restore, clean and paint the entire bridge structure at Webb Avenue/Highway 87 in Alamance County to extend its life.



UNC-G PEDESTRIAN UNDERPASS

This underpass at the University of North Carolina at Greensboro (UNC-G) takes pedestrians under the NCRR 4-track main line, enhancing safety and creating easier access between sectors of the growing UNC-G campus. The Company contributed \$1 million of the \$9 million cost.

photo credit: UNC-G




photo credit: New Atlantic

STRATEGIC PLANNING: THE BLUEPRINT

Our mission is to enable freight to grow business, expand rail to move people and invest in North Carolina.

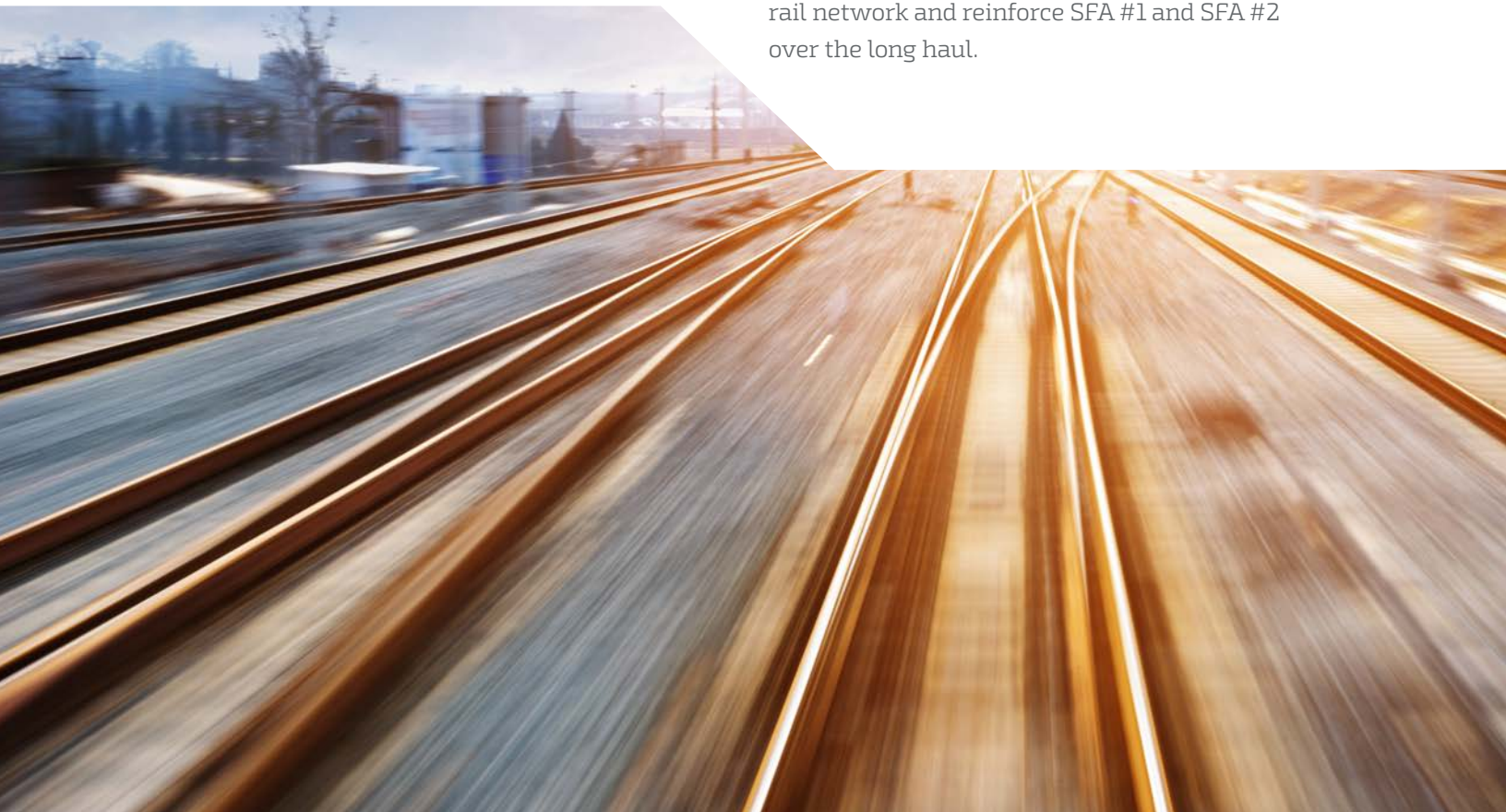
"We're committed to working with local, state and private partners in planning for freight and passenger rail mobility now and in the future. And 2015 will bring even more investment forward to attract much-needed capital intensive employers to our state. NCRR is the anchor," said NCRR President Scott Saylor.

The current strategic plan is the blueprint for long-term investment. It is defined by three strategic focus areas (SFAs) comprising NCRR's vision: enabling freight to grow business (SFA#1), expanding rail to move people (SFA#2) and investing in North Carolina (SFA#3).

Each area connects to economic development in different ways. For example, SFA #1 involves preserving the rail corridor and accessing land parcels to increase the number of industrial, rail-served sites. In some cases, it may also involve site development to help attract rail dependent industries.

SFA #2 is about promoting efficient passenger rail service competitive with other modes of transport and connecting to North Carolina's urban centers. It is also about preparing for future commuter rail in certain markets.

SFA #3 provides the direct capital investment needed for long-term improvements. Examples include double tracking, bridges, passing sidings and station enhancement. These investments create jobs, improve rail safety, strengthen the rail network and reinforce SFA #1 and SFA #2 over the long haul.



A MORE POWERFUL DRIVER OF PROSPERITY

Investment plans either budgeted or contracted between 2015 and 2020 total \$156 million.

The Company's relationships with North Carolina's economic development community will be an empowering driver. Our unique qualities—owning a key 317-mile asset, developing it and working with partners in a business setting with no taxpayer expense—give North Carolina a strategic competitive advantage in attracting jobs and industry.

Much can be accomplished as three mutual goals are pursued: aggressive engagement in economic development, implementing effective strategies for the protection of the corridor and efficient delivery of capital investments.

It is a unique partnership, putting together the most effective capabilities of public ownership and private management. The combination gives North Carolina an opportunity to develop what is already a fine railroad network into a more powerful driver of economic prosperity in the State, and one of the best rail systems in the nation.



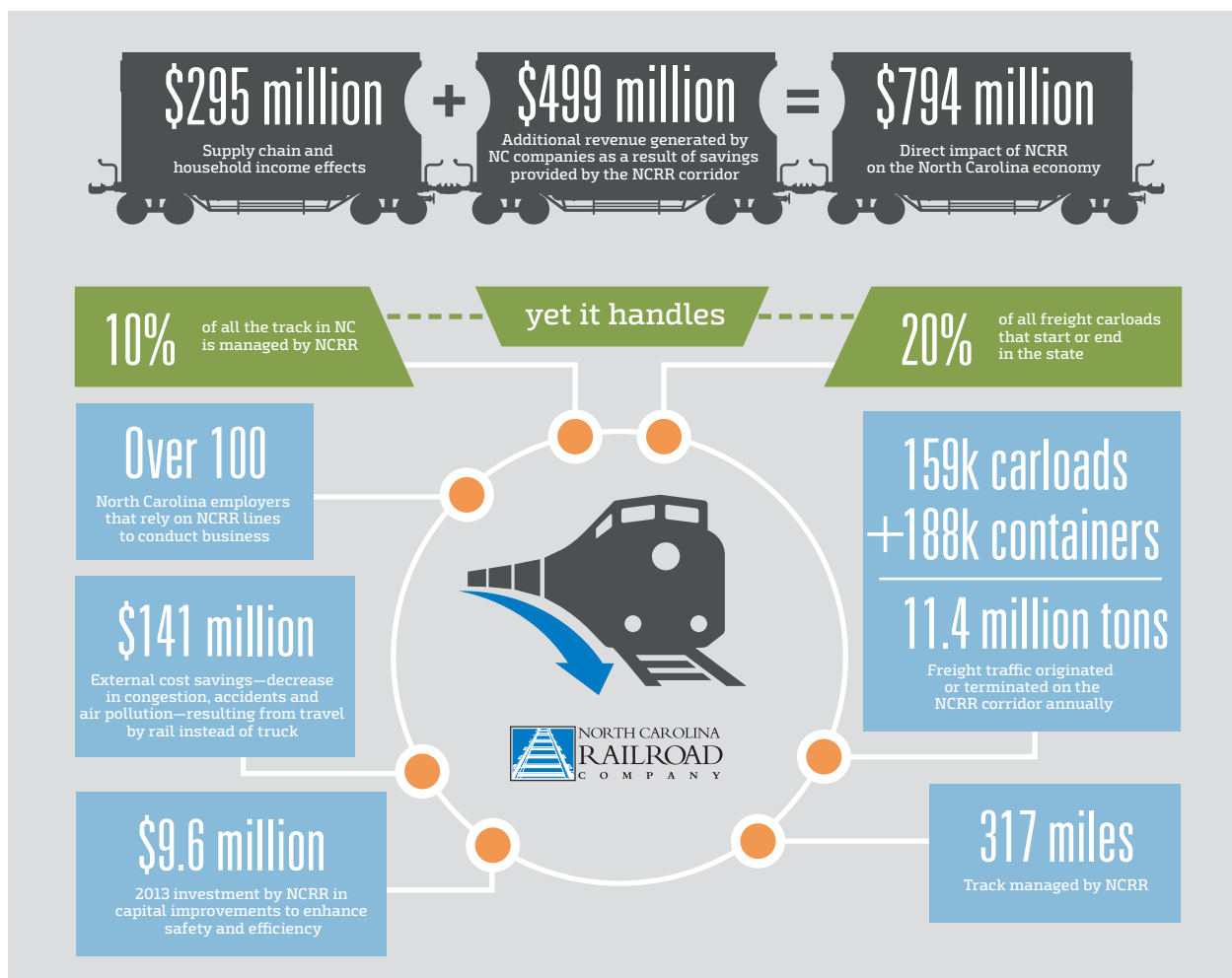
MEASURING ECONOMIC IMPACT

Concurrent with the NCRR's development of a new strategic plan, the Company engaged RTI International in 2014 to review the NCRR's operations throughout calendar year 2013. This study was similar to the evaluation done by RTI in 2007.

RTI reported in fall 2014 that the NCRR had a direct impact on the North Carolina economy of an estimated \$794 million during the study year. Led by RTI economist Katherine B. Heller, RTI's report concluded that due to cost savings and efficiencies, the NCRR railroad corridor provides North Carolina companies an estimated \$499

million in additional revenue. The balance of the cost savings of \$794 million, according to RTI, was derived from related supply chain effects and household income effects.

The study also revealed the relatively high proportion of freight carried in the State on the NCRR corridor, almost all by Norfolk Southern trains, confirming the corridor as a main rail route for business. The 317 miles along the heavily populated NCRR route amounts to less than 10 percent of statewide track mileage, yet carries about 20 percent of the freight moving in and out of North Carolina.



BOARD OF DIRECTORS AND MANAGEMENT TEAM



NCRR BOARD MEMBERS *from left to right*

(standing) James E. Nance, Robert Brown, David T. Woodard, John M. Pike, Thomas Glasgow, Jeffrey Goodman, Franklin Rouse, Murray C. Greason, Jr., Walter D. LaRoque IV *(seated)* John Atkins, George Rountree III, Duane Long

NCRR BOARD MEMBERS

Franklin Rouse
Chairman
Leland
President, Rouse Insurance
Agency, Inc.

Robert Brown
Vice Chairman
High Point
Vice Chairman and CEO, B&C
Associates

David T. Woodard
Secretary/Treasurer
Raleigh
General Agent, Ameritas Union
Central Financial

John L. Atkins III
Research Triangle Park
Chairman and CEO
O'Brien/Atkins Associates

Thomas Glasgow
Morehead City
Retired Vice President and CEO
Clancy and Theys Construction
Company,
Virginia Division

Jeffrey Goodman
Asheville
Chairman and CEO,
Hedrick Industries

Murray C. Greason, Jr.
Winston-Salem
Attorney (retired)
Womble Carlyle Sandridge &
Rice, PLLC

Fred Klein
Charlotte
Senior Managing Partner
Childress Klein Properties

Walter D. LaRoque IV
Kinston
Owner, East Carolina Realty
Services, LLC

Duane Long
Research Triangle Park
Chairman, Longistics

James E. Nance
Albemarle
Managing Member
North State Acquisitions, LLC

John M. Pike
Goldsboro
CEO
Goldsboro Milling Company

George Rountree III
Wilmington
Senior Partner and Attorney
Rountree Losee, LLP

MANAGEMENT TEAM

Scott M. Saylor
President

Daniel P. Halloran, CPA
Vice President and
Chief Financial Officer

James K. Kessler, P.E.
Vice President, Engineering

Charles E. Burnell, Jr.
Vice President, Real Estate

Catherine A. Campbell
Planning Director

Cathy Deeley
Real Estate Representative

Melissa DeVita
Administrative Assistant

Kristian D. Forslin, GISP, PLS
GIS Coordinator

Justin Madigan
Infrastructure Manager

William C. Miller
Property Manager

Hilary Perez
Archivist

Nancy D. Pickett
Office Manager

John L. Spencer
Director of Corridor Property

Richard L. Wiley
Senior Consultant for
Economic Development

FINANCIAL REPORT

*Consolidated Financial Statements as of and for the Years Ended December 31, 2014 and 2013,
and Independent Auditors' Report*

NORTH CAROLINA RAILROAD COMPANY

TABLE OF CONTENTS

| | Page No. |
|--|----------|
| Independent Auditors' Report | 14 |
| Consolidated Financial Statements: | |
| <i>Consolidated Balance Sheets</i> | 16 |
| <i>Consolidated Statements of Income</i> | 18 |
| <i>Consolidated Statements of Stockholder's Equity</i> | 19 |
| <i>Consolidated Statements of Cash Flows</i> | 20 |
| <i>Notes to Consolidated Financial Statements</i> | 21 |



INDEPENDENT AUDITORS' REPORT

To the Directors and Stockholder
North Carolina Railroad Company
Raleigh, North Carolina

We have audited the accompanying consolidated financial statements of North Carolina Railroad Company and subsidiary, which comprise the consolidated balance sheets as of December 31, 2014 and 2013, and the related consolidated statements of income, changes in stockholder's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of North Carolina Railroad Company and subsidiary as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Dixon Hughes Goodman LLP

***Raleigh, North Carolina
April 30, 2015***

NORTH CAROLINA RAILROAD COMPANY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2014 AND 2013

| | 2014 | 2013 |
|--|----------------|----------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 4,927,993 | \$ 6,950,183 |
| Accounts receivable, including an allowance for doubtful accounts of \$308,000 for 2014 and 2013 | 52,998 | 49,759 |
| Prepaid expenses | 25,818 | 32,669 |
| Total current assets | 5,006,809 | 7,032,611 |
| Property and equipment: | | |
| Roadway and land | 7,848,742 | 7,848,742 |
| Tracks, signals and bridges | 132,652,580 | 125,175,680 |
| Land | 4,654,561 | 4,570,875 |
| Buildings and improvements | 15,875,959 | 15,875,959 |
| Equipment and furniture | 2,106,703 | 1,484,172 |
| Construction in progress | 6,295,850 | 12,617,791 |
| | 169,434,395 | 167,573,219 |
| Less accumulated depreciation | 92,727,598 | 82,218,382 |
| Property and equipment, net | 76,706,797 | 85,354,837 |
| Other assets: | | |
| Funded capital projects | 80,624,572 | 72,280,306 |
| Long-term receivable | 3,595,532 | 2,634,334 |
| Other | 22,265 | 21,223 |
| Total other assets | 84,242,369 | 74,935,863 |
| Total assets | \$ 165,955,975 | \$ 167,323,311 |

See accompanying notes to consolidated financial statements.

NORTH CAROLINA RAILROAD COMPANY
CONSOLIDATED BALANCE SHEETS *(Continued)*
DECEMBER 31, 2014 AND 2013

| | 2014 | 2013 |
|--|----------------|----------------|
| LIABILITIES AND STOCKHOLDER'S EQUITY | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 697,531 | \$ 3,976,522 |
| Dividends payable | 3,717,995 | 3,654,157 |
| Current portion of the unearned rent | 225,517 | 217,598 |
| | <hr/> | <hr/> |
| Total current liabilities | 4,641,043 | 7,848,277 |
| | <hr/> | <hr/> |
| Long-term liabilities: | | |
| Security deposits | 47,514 | 47,514 |
| Deferred tax liability | 1,147,000 | 1,234,000 |
| Unearned rent | 11,025,000 | 11,225,454 |
| | <hr/> | <hr/> |
| Total long-term liabilities | 12,219,514 | 12,506,968 |
| | <hr/> | <hr/> |
| Total liabilities | 16,860,557 | 20,355,245 |
| | <hr/> | <hr/> |
| Stockholder's equity: | | |
| Common stock, \$0.50 par value; 10,000,000 shares authorized; 317 shares issued and outstanding | 159 | 159 |
| Additional paid-in capital | 199,001,857 | 199,001,857 |
| Accumulated deficit | (51,802,448) | (52,189,201) |
| Accumulated other comprehensive income: | | |
| Unrealized gain on available-for-sale securities | 1,895,850 | 155,251 |
| | <hr/> | <hr/> |
| Total stockholder's equity | 149,095,418 | 146,968,066 |
| | <hr/> | <hr/> |
| Total liabilities and stockholder's equity | \$ 165,955,975 | \$ 167,323,311 |
| | <hr/> | <hr/> |

See accompanying notes to consolidated financial statements.

NORTH CAROLINA RAILROAD COMPANY
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

| | 2014 | 2013 |
|------------------------------------|----------------------------|----------------------------|
| Income: | | |
| Lease of roadway and land | \$ 14,871,981 | \$ 14,616,628 |
| Other lease income | <u>3,005,105</u> | <u>2,346,828</u> |
| Total lease income | <u>17,877,086</u> | <u>16,963,456</u> |
| Expenses: | | |
| Wages and benefits | 1,819,870 | 1,799,207 |
| Professional fees | 450,944 | 365,157 |
| Contracted services | 764,903 | 366,494 |
| Franchise and property taxes | 431,434 | 446,443 |
| Insurance | 151,762 | 138,907 |
| Reporting and public relations | 224,311 | 120,881 |
| Depreciation | 10,509,215 | 11,147,328 |
| Engineering, surveying and mapping | 742,786 | 358,454 |
| Property and corridor management | 366,310 | 345,762 |
| Bad debts | 20,812 | 308,749 |
| General and administrative | <u>660,016</u> | <u>649,798</u> |
| Total expenses | <u>16,142,363</u> | <u>16,047,180</u> |
| Other income: | | |
| Investment income | 1,651,483 | 810,414 |
| Gain on disposition of assets | - | 157,920 |
| Other income | <u>859,621</u> | <u>883,453</u> |
| Total other income | <u>2,511,104</u> | <u>1,851,787</u> |
| Income before income taxes | 4,245,827 | 2,768,063 |
| Income tax expense | <u>141,079</u> | <u>885,481</u> |
| Net income | \$ <u><u>4,104,748</u></u> | \$ <u><u>1,882,582</u></u> |
| Other comprehensive income: | | |
| Unrealized gain | <u>1,740,599</u> | <u>155,251</u> |
| Comprehensive income | \$ <u><u>5,845,347</u></u> | \$ <u><u>2,037,833</u></u> |

See accompanying notes to consolidated financial statements.

NORTH CAROLINA RAILROAD COMPANY
CONSOLIDATED STATEMENTS OF STOCKHOLDER'S EQUITY
DECEMBER 31, 2014 AND 2013

| | Common Stock | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Income | Total Stockholder's Equity |
|--|-----------------|----------------------------------|------------------------|---|----------------------------------|
| Balance at January 1, 2013 | \$ 159 | \$ 199,000,629 | \$ (34,917,625) | \$ - | \$ 164,083,163 |
| Capital contribution related to capital improvement projects | - | 1,228 | - | - | 1,228 |
| Dividends | - | - | (19,154,158) | - | (19,154,158) |
| Net income | - | - | 1,882,582 | 155,251 | 2,037,833 |
| Balance at December 31, 2013 | 159 | 199,001,857 | (52,189,201) | 155,251 | 146,968,066 |
| Dividends | - | - | (3,717,995) | - | (3,717,995) |
| Net income | - | - | 4,104,748 | 1,740,599 | 5,845,347 |
| Balance at December 31, 2014 | <u>\$ 159</u> | <u>\$ 199,001,857</u> | <u>\$ (51,802,448)</u> | <u>\$ 1,895,850</u> | <u>\$ 149,095,418</u> |

See accompanying notes to consolidated financial statements.

NORTH CAROLINA RAILROAD COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

| | 2014 | 2013 |
|--|---------------------|---------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$ 4,104,748 | \$ 1,882,582 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for bad debts | (20,812) | 308,749 |
| Depreciation | 10,509,215 | 11,147,328 |
| Deferred income tax (benefit) | (87,000) | 701,000 |
| Interest earned by funded capital project investments | (1,746,857) | (713,516) |
| Gain on disposal of property and equipment | - | (157,920) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 17,573 | 181,263 |
| Long-term receivable | (961,198) | (909,767) |
| Prepaid expenses | 6,851 | 6,210 |
| Other assets | (1,042) | 1,318 |
| Accounts payable and accrued expenses | (3,271,072) | (628,264) |
| Unearned revenues | (200,454) | 11,225,454 |
| Security deposits | - | (14,087) |
| Net cash provided by operating activities | <u>8,349,952</u> | <u>23,030,350</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchase of property and equipment | (1,861,175) | (5,417,922) |
| Proceeds from sale of property | - | 200,600 |
| Transfer of unrestricted cash and cash equivalents to funded capital projects to fund board designations | (10,000,000) | (5,500,000) |
| Transfers of funded capital projects monies to cash and cash equivalents for capital expenditures | <u>5,143,190</u> | <u>6,309,077</u> |
| Net cash used in investing activities | <u>(6,717,985)</u> | <u>(4,408,245)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Payment of dividend | <u>(3,654,157)</u> | <u>(15,500,000)</u> |
| Net cash used in financing activities | <u>(3,654,157)</u> | <u>(15,500,000)</u> |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | <u>(2,022,190)</u> | <u>3,122,105</u> |
| Cash and cash equivalents at beginning of year | <u>6,950,183</u> | <u>3,828,078</u> |
| Cash and cash equivalents at end of year | <u>\$ 4,927,993</u> | <u>\$ 6,950,183</u> |
| SUPPLEMENTAL CASH FLOW INFORMATION | | |
| Cash paid for income taxes | <u>\$ 113,500</u> | <u>\$ 145,000</u> |
| SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES | | |
| Additions to property and equipment paid by the North Carolina Department of Transportation | <u>\$ -</u> | <u>\$ 1,228</u> |
| Construction costs included in accounts payable and accrued expenses | <u>\$ -</u> | <u>\$ 3,533,315</u> |
| Accrued dividends payable | <u>\$ 3,717,995</u> | <u>\$ 3,654,158</u> |

See accompanying notes to consolidated financial statements.

Note 1 - Nature of Business and Significant Accounting Policies

Nature of Business

The North Carolina Railroad Company and subsidiary, a North Carolina company, (collectively referred to as the “Company”), owns approximately 317 miles of continuous railroad line extending from Charlotte, North Carolina to Morehead City, North Carolina. The Company’s railroad facilities are operated by Norfolk Southern Railway Company (“NSR”). The State of North Carolina is the sole owner of all the common stock of the Company.

N.C. Railroad, Inc. (“NCRI”), a wholly owned subsidiary of the North Carolina Railroad Company (“NCRR”), was formed on December 15, 2006. NCRI conducts certain taxable activities, such as leasing of commercial real estate, while NCRR conducts all tax exempt activities, such as leasing of railroad facilities and corridor management.

A summary of the Company’s significant accounting policies follows.

Basis of Consolidation

The accompanying consolidated financial statements include the accounts of NCRR and its wholly owned subsidiary, NCRI. All intercompany transaction and balances have been eliminated in consolidation.

Use of Estimates

In preparing its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the consolidated balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

For purposes of the consolidated statement of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Cash equivalents include money market funds. Cash and cash equivalents that are restricted or designated by the Board of Directors for capital projects are reflected as Funded Capital Projects in the accompanying consolidated balance sheets. See Note 4.

At times the Company places cash and cash equivalents and certificates of deposits with original maturities of three months or more with financial institutions in amounts that are in excess of Federal Deposit Insurance Company insurance limits. The Company has not experienced any losses in such accounts. The financial condition of financial institutions is periodically reassessed, and the Company believes the risk of any loss is minimal.

Accounts Receivable

Accounts receivable are uncollateralized obligations due under agreements. The Company provides an allowance for doubtful accounts equal to the estimated losses that are expected to be incurred in their collection. The allowance is based on historical collection experience and management’s review of the current status of the existing receivables. An account receivable is considered to be past due if any portion of the receivable balance is outstanding for more than 30 days.

Note 1 - Nature of Business and Significant Accounting Policies (continued)

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. The Company computes depreciation using the straight-line method over the following estimated useful lives:

| | Estimated Useful Lives (Years) |
|-------------------------------------|--------------------------------------|
| Buildings and building improvements | 25 |
| Bridges | 25 |
| Track and signals | 10 |
| Equipment and furniture | 3 - 7 |

Values of the properties included in roadway and land approximate 1916 valuations by the Interstate Commerce Commission. These properties represent fully depreciated roadway or undepreciated land. The Company assesses long-lived assets for impairment whenever events or changes indicate that the carrying amount of the assets may not be recovered based on estimated future undiscounted cash flows. In the event such cash flows are not expected to be sufficient to recover the carrying value of the assets, the useful lives of the assets are revised or the assets are written down to their estimated fair values.

Securities Held to Maturity

Debt securities for which the Company has the positive intent and ability to hold to maturity are classified as “held-to-maturity” and are reported at amortized cost, adjusted for premiums and discounts that are recognized in interest income using the interest method over the period to maturity

Securities Available for Sale

Investments in marketable equity securities and debt securities not classified as held-to-maturity securities are classified as available-for-sale and are reported at fair value, with changes in net unrealized gains and losses included in other comprehensive earnings, net of tax, if any. When securities are sold, gains and losses are determined using the specific identification method for all investments except mutual funds which are determined using the average cost method. Investments are classified as noncurrent due to the board designations of investments for capital improvements. The Company reviews securities when quoted market prices are less than cost to determine if the impairment is other than temporary. Declines in the fair value of individual securities below their cost that are other than temporary would result in write-downs of the individual securities to their fair value with such write down being included in earnings as realized losses.

Fair values

The Company uses market data or assumptions that market participants would use in pricing assets and liabilities at fair value, and establishes a three-tier fair-value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include values based on quotes in active markets for identical assets (Level 1), values estimated based on other available market information including quoted market prices for similar assets in active and non-active markets and pricing models based on observable inputs (Level 2), and values based on management’s estimates using various valuation methods (Level 3).

Note 1 - Nature of Business and Significant Accounting Policies (continued)

Revenue Recognition

Lease of Roadway and Land

Revenue received from property that is operated by NSR is reflected in the consolidated statements of income when earned in accordance with the Company's lease arrangements.

Other Lease Income

The Company leases certain property that is not operated by NSR. Revenue is reflected in the consolidated statements of income when earned. The Company also collects license fee revenue which is recognized when earned. The Company defers recognition of contingent rentals until the requirements are met.

Income Taxes

Pursuant to Section 11146 of the Safe, Accountable, Flexible, Efficient Transportation Equity Act of 2005 (the "Act"), a substantial portion of the Company's income is exempt from federal and state income taxes. The activities that generate income which is not exempt from federal and state income taxes pursuant to the Act are conducted in NCRI.

Deferred tax assets and liabilities are recognized by NCRI for the estimated future tax consequences attributable to differences between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that the tax benefits will not be realized.

Note 2 - Investment Securities

The following is a summary of the securities portfolio by major classification at December 31, 2014 and 2013:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| <u>December 31, 2014</u> | | | | |
| Held to Maturity: | | | | |
| Corporate bonds | \$ 4,986,607 | \$ 2,517 | \$ - | \$ 4,989,124 |
| Available for Sale: | | | | |
| Foreign debt instruments | \$ 909,323 | \$ 15,897 | \$ - | \$ 925,220 |
| U.S. Government and federal Agencies | 8,402,770 | 3,810 | 12,723 | 8,393,858 |
| Mortgage backed securities | 9,594,640 | 9,088 | 4,336 | 9,599,392 |
| Collateralized mortgage Obligations | 10,457,070 | - | 10,003 | 10,447,066 |
| State and local governments | 3,914,472 | - | 99,987 | 3,814,485 |
| Corporate debt securities | 15,744,592 | - | 57,566 | 15,687,026 |
| Mutual funds | 18,180,343 | 2,051,670 | - | 20,232,013 |
| | \$ 67,203,210 | \$ 2,080,465 | \$ 184,615 | \$ 69,099,060 |

NORTH CAROLINA RAILROAD COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2014 AND 2013

Note 2 - Investment Securities (continued)

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|----------------------|------------------------------|-------------------------------|----------------------|
| December 31, 2013 | | | | |
| Held to Maturity: | | | | |
| Certificates of deposit | \$ 15,000,000 | \$ - | \$ - | \$ 15,000,000 |
| Corporate bonds | <u>14,981,380</u> | <u>22,550</u> | <u>6,000</u> | <u>14,997,930</u> |
| | <u>\$ 29,981,380</u> | <u>\$ 22,550</u> | <u>\$ 6,000</u> | <u>\$ 29,997,930</u> |
| Available for Sale: | | | | |
| Foreign debt instruments | \$ 912,750 | \$ - | \$ 14,105 | \$ 898,645 |
| U.S. Government and federal Agencies | 2,140,696 | - | 24,071 | 2,116,625 |
| Mortgage backed securities | 9,475,805 | 30,190 | 65,806 | 9,440,189 |
| Collateralized mortgage Obligations | 6,261,445 | 11,478 | 46,192 | 6,226,731 |
| State and local governments | 3,317,396 | 377 | 14,058 | 3,303,715 |
| Corporate debt securities | 9,559,695 | 4,065 | 110,616 | 9,453,144 |
| Mutual funds | <u>8,022,000</u> | <u>383,989</u> | <u>-</u> | <u>8,405,989</u> |
| | <u>\$ 39,689,787</u> | <u>\$ 430,099</u> | <u>\$ 274,848</u> | <u>\$ 39,845,038</u> |

Held to maturity securities are carried in the financial statements at amortized cost. Available for sale securities are carried in the financial statements at fair value. Net unrealized holding gains on available for sale securities in the amount of \$1,740,599 for the year ended December 31, 2014 have been included in accumulated other comprehensive income. As all held to maturity investments were purchased in 2014 all unrealized losses are under 12 months.

The fair values of securities carried at fair value in the accompanying financial statements are determined as follows:

| | December 31, 2014 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|--|----------------------|--|---|--|
| Foreign debt instruments | \$ 925,220 | \$ - | \$ 925,220 | \$ - |
| U.S Government and federal Agencies | 8,393,858 | - | 8,393,858 | - |
| Mortgage backed securities | 9,559,392 | - | 9,559,392 | - |
| Collateralized mortgage Obligations | 10,447,066 | - | 10,447,066 | - |
| State and local governments | 3,814,485 | - | 3,814,485 | - |
| Corporate debt securities | 15,687,026 | - | 15,687,026 | - |
| Mutual funds | <u>20,232,013</u> | <u>20,232,013</u> | <u>-</u> | <u>-</u> |
| | <u>\$ 69,099,060</u> | <u>\$ 20,232,013</u> | <u>\$ 48,867,047</u> | <u>\$ -</u> |

Note 2 - Investment Securities (continued)

In addition to the investments disclosed above, Funded Capital Projects includes cash and cash equivalents totaling \$6,528,835 and \$2,129,486 and accrued interest receivable totaling \$10,070 and \$324,402 at December 31, 2014 and 2013 respectively. Investment management fees, totaling \$130,949 and \$17,226 respectively in 2014 and 2013, are net against investment income.

The amortized cost and fair values of held to maturity and available for sale securities at December 31, 2014 by contractual maturity are shown below. Actual expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. No securities have been in a continuous loss position for more than 12 months.

| | Amortized Cost | Fair Value |
|--|----------------------|----------------------|
| <u>December 31, 2014</u> | | |
| Held to Maturity: | | |
| Due after one year through five years | \$ 4,986,607 | \$ 4,989,124 |
| Available for sale: | | |
| Due within one year | \$ 1,387,339 | \$ 1,357,902 |
| Due after one year through five years | 24,472,872 | 24,136,012 |
| Due after five years through ten years | 10,042,177 | 10,135,621 |
| Due after 10 years | 13,120,479 | 13,237,512 |
| Equities | 18,180,343 | 20,232,013 |
| | <u>\$ 67,203,210</u> | <u>\$ 69,099,060</u> |
| <u>December 31, 2013</u> | | |
| Held to Maturity: | | |
| Due within one year | \$ 25,000,000 | \$ 25,018,300 |
| Due after one year through five years | 4,981,380 | 4,979,630 |
| | <u>\$ 29,981,380</u> | <u>\$ 29,997,930</u> |
| Available for sale: | | |
| Due within one year | \$ 2,341,919 | \$ 2,329,709 |
| Due after one year through five years | 10,770,841 | 10,689,714 |
| Due after five years through ten years | 10,069,136 | 9,962,857 |
| Due after 10 years | 8,485,894 | 8,456,769 |
| Equities | 8,022,000 | 8,405,989 |
| | <u>\$ 39,689,790</u> | <u>\$ 39,845,038</u> |

Note 3 - Trackage Rights Agreement and Leases on Roadway and Land

Prior to 1999, substantially all of the Company's assets were leased to NSR or its predecessors, in two leases originally dating back to 1895 and 1939. The terms of the leases did not require either the Company or Norfolk Southern to renew the leases.

On August 10, 1999, the Board of Directors of the Company approved a Trackage Rights Agreement ("TRA") concurrent with NSR terminating the original leases. The TRA's term is 15 years with two 15-year renewal options by NSR (45 years) for a base annual rental of \$11,000,000 (minimum) beginning January 1, 2000, with annual adjustments based upon an inflation index and a 4.5% annual cap (arbitration of cap if it exceeds an average of 4.5% over any 7-year period). The TRA provides for transition of management of certain non-rail properties to the Company, maintenance of the Company's rail property, inspections, records sharing, and audit. The TRA was approved by the Surface Transportation Board on September 1, 1999. During 2012 NSR exercised its option to renew the TRA for the 15 year period beginning January 1, 2015 and ending on December 31, 2029.

The TRA grants exclusive freight trackage rights to NSR to conduct all freight operations over the NCRR railroad line. Under federal law the National Rail Passenger Corporation ("Amtrak") operates over NSR operated lines under agreements with NSR. NSR is obligated under the TRA to provide rail service to all industries on the NCRR line. NSR is obligated to maintain the NCRR line and any improvements made to the line by NSR for freight operations. Under the TRA, NSR does not have financial responsibility for passenger improvements made by the Company, North Carolina Department of Transportation (NCDOT), Amtrak, or other parties.

Approximately 38 parcels not used in railroad operations have been returned to the Company for separate (non-NSR) management. These noncorridor properties are managed by the Company after transition from NSR management. The TRA contains provisions for responsibility for environmental matters by NSR and the Company.

NSR is responsible for any taxes on its freight operations. A Policy Planning Committee comprised of NCRR and NSR representatives addresses all future planning issues, capital improvements, and any disputes that arise under the TRA. In the event of any disagreements, NCRR and NSR are subject to binding arbitration under the TRA.

A lease of certain properties in Charlotte, North Carolina to NSR (the 1968 Lease) expires on December 31, 2067, and provides for an annual rental of \$81,319 through December 2018. The 1968 lease provides that beginning on January 1, 2019, the annual rental for the remaining term of the 1968 Lease is 6% of the appraised value of the property on that date. Under the terms of the 1968 Lease, all taxes connected with the property, except income taxes, are paid by the lessee. The 1968 Lease was not affected by the TRA.

Pursuant to agreements signed in each year since 2008, NCRR has assigned to NSR all of the NCRR lines that constitute eligible railroad tracks solely for purposes of allowing NSR to qualify as an eligible taxpayer with respect to such track and to claim tax credits under section 45G(a) for qualified railroad track maintenance expenditures it pays or incurs during each year under agreement with respect to such track. In exchange, NSR agrees to pay to NCRR fifty percent of the tax credits NSR claims. Payment of the amount owed under the agreement is not due until the amount of the allowable credit is not subject to further appeal, review or modification through proceedings or otherwise.

Note 3 - Trackage Rights Agreement and Leases on Roadway and Land (continued)

The Company has recorded a long-term receivable amounting to \$3,578,051, representing \$3,395,000 of total tax credit revenue that the Company is due for tax years 2011 to 2014 from NSR, plus accumulated 4% interest of \$183,051, as of December 31, 2014.

Note 4 - Capital Commitments

Capital Improvement Agreement

On March 20, 2002, the Company entered into a Capital Improvement Agreement (the "Capital Agreement") with NSR in order to establish an understanding between the parties about desired capital improvements as well as a means to fund individual projects pursuant to the TRA. The Capital Agreement calls for certain identified capital improvements to be made to the Company's railroad line (the "Projects"). As of December 31, 2014, the Company's share of the Projects totals approximately \$166 million and is scheduled for completion between 2014 and 2018.

The Capital Agreement calls for the execution of individual project agreements as appropriate and contains certain provisions with regard to construction responsibilities and cost allocation. The Capital Agreement provides for the funding of a capital program escrow account with an initial deposit of \$500,000 by the Company and additional deposits of obligated Company capital improvement funds held pursuant to N.C. General Statute 124-5.1 to fund capital improvements as recommended and approved by the Company's Board of Directors.

Capital Account Funds Agreement

On June 21, 2002, the Company and the NCDOT entered into a Capital Account Funds Agreement (the "CAFA") pursuant to N.C.G.S. 124-5.1. NCDOT has various capital improvement projects in progress under the CAFA as of December 31, 2014 and management expects to record a capital contribution and related asset as the improvements are completed in future periods.

ARRA/PRIIA High-Speed Passenger Rail Projects

In 2011, the State of North Carolina was selected to receive certain federal grant awards through the American Recovery and Reinvestment Act of 2009 ("ARRA") and the Passenger Rail Investment Act of 2008 ("PRIIA") for the capital funding of certain high speed intercity passenger rail projects, under which NCDOT is the grantee of the awards. On December 15, 2010, the Company, the NCDOT, and NSR entered into an Agreement on Principles ("AOP"), which outlined certain terms for capital improvements within and along the NCR corridor operated by NSR (Note 3). On March 21, 2011, the Company, NCDOT, NSR and Amtrak entered into a Definitive Service Outcomes Agreement ("DSOA"), clarifying the individual parties' responsibilities and further detailing the projects to be funded by the grants to NCDOT. On March 21, 2012, the Company and the NCDOT entered into a Railroad Corridor Property Acquisition Agreement ("RCPA") regarding rail corridor property, including acquisition of additional railroad corridor property needed in connection with certain projects funded by the grants to NCDOT. As a result of these agreements, management expects to record a capital contribution and related assets for a portion of the improvements that will be made by NCDOT as the improvements are completed in future periods, in addition to the commitment of funds made by the Company described below.

Note 4 - Capital Commitments (continued)

Under the AOP, DSOA, and RCPA, the Company has committed up to a total of \$31,000,000 of capital investment toward certain projects in order to assist in completion of certain track capacity improvement projects and engineering. Out of its \$31,000,000 commitment, the AOP and DSOA also provide that the Company reserve up to \$10,000,000 for a Capital Reserve Fund, which is designated by the Company for the purpose of making further capacity improvements to the NCRR line in the future in order to improve passenger and freight train reliability caused by identified unacceptable train delays. Investments by the Company under these agreements are to be applied against and reduce the Company's commitment under the agreements. Through December 31, 2014 the Company has expended approximately \$3.3 million of its commitments under these agreements. The Company also has committed use of the Company's rail corridor lands for such capacity and other related improvement projects.

Board Designated Funds

The Board of Directors passed resolutions during 2014 and 2013 to designate \$10,000,000 and \$5,500,000, respectively, of unrestricted cash for use on capital improvement projects.

The Company has designated the following amounts (invested in cash, certificates of deposit or debt securities) for capital improvement projects as follows:

| | 2014 | 2013 |
|---|----------------------|----------------------|
| Restricted under construction contracts | \$ 37,695,918 | \$ 36,565,170 |
| Restricted for other capital improvements | 146,062 | 145,587 |
| Board designated funds | <u>42,782,592</u> | <u>35,569,549</u> |
| Funded capital projects | <u>\$ 80,624,572</u> | <u>\$ 72,280,306</u> |

Note 5 - Employee Benefit Plan

The Company established a Safe Harbor 401(k) Plan effective January 1, 2012 to provide retirement benefits for its employees. All full-time employees who meet certain eligibility requirements are qualified to participate in the 401(k) Plan. Participants may make pre-tax deferrals up to 90% of their compensation subject to Internal Revenue Service limitations. Participants are fully vested in their contributions plus actual earnings thereon and any rollovers into their accounts. The Company contributes 3% of the compensation of all eligible active participants. In addition, the Company may elect each plan year whether to make a discretionary employer contribution on behalf of eligible active participants. Employer contributions for the years ended December 31, 2014 and 2013 were \$91,200 and \$87,957, respectively, including \$52,180 and \$50,261, respectively, of discretionary contributions.

On April 18, 2013, the Company established a deferred compensation plan for an officer. The compensation will be paid out according to the terms of the plan unless the employee is terminated for cause as defined in the plan. The Company incurred expenses of \$50,802 related to the plan in 2014.

Note 6 - Future Minimum Lease Revenue

The Company derives income from leased commercial space and other property under non-cancellable operating leases. Of the non-cancellable leases, one lease, described in Note 3, comprises 83% of the lease income. Rental income received from this lease during 2014 and 2013 was approximately \$14.9 million and \$14.6 million, respectively. The remaining non-cancellable leases are related to the rental of commercial space. Future minimum rent receipts, excluding renewal periods, on the non-cancellable operating leases are as follows for the years ending December 31:

| | Amount |
|------------|----------------------|
| 2015 | \$ 781,223 |
| 2016 | 582,487 |
| 2017 | 531,688 |
| 2018 | 426,514 |
| 2019 | 218,096 |
| Thereafter | 7,544,367 |
| | <u>\$ 10,084,375</u> |

Minimum lease receipts do not include contingent rentals that may be received under certain leases. The Company's policy is to defer recognition of such contingent rentals until the requirements are met. Contingent rental income earned during the years ended December 31, 2014 and 2013 totaled \$27,005 and \$19,415, respectively.

City of Charlotte Lease Agreement

The Company and the City of Charlotte ("Charlotte") entered into an agreement ("Lease Agreement") dated May 3, 2012, whereby Charlotte leased a segment of the North Carolina Railroad corridor, approximately 2.7 miles in length parallel to the Company's main line railroad tracks and facilities, for the purpose of the extension of Charlotte's LYNX Blue Line light rail transit system. The Lease Agreement provides for a one time rent payment to be paid to the Company in the amount of Eleven Million Seven Hundred Sixty Thousand (\$11,760,000) for the fifty (50) year lease term, all of which was received in full on October 16, 2013. The Lease Agreement provides that Charlotte is responsible for all construction, operations, maintenance, taxes, assessments and costs related to Charlotte's use of the segment.

Coincident with the execution of the Lease Agreement, Charlotte entered into a Construction and Reimbursement Agreement and an Operations Agreement with NSR related to Charlotte's use of the segment and the compatibility thereof with NSR's operation and maintenance of the Company's rail line.

The Lease Agreement provides that design and construction is to be provided by Charlotte at its expense, subject to the approval of the Company. The Lease Agreement is subject to early termination, in which event a portion of the lease fee may be refundable. The Lease Agreement contains one renewal term at a rate agreed upon by the parties, or in the absence of agreement, based upon an appraised value.

The Company has recorded unearned rent liability of \$11,250,517 and \$11,425,909 at December 31, 2014 and 2013, respectively of which \$225,517 and \$217,598 at December 31, 2014 and 2013, respectively is included in the current portion of unearned rent.

NORTH CAROLINA RAILROAD COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2014 AND 2013

Note 7 - Income Taxes

The Company's income before income taxes for the years ended December 31, 2014 and 2013 is as follows:

| | 2014 | 2013 |
|-----------------------------|---------------------|---------------------|
| Income before income taxes: | | |
| Nontaxable entity | \$ 3,781,129 | \$ 2,470,568 |
| Taxable entity | 423,236 | 297,495 |
| Income before income taxes | <u>\$ 4,204,365</u> | <u>\$ 2,768,063</u> |

The difference between the federal income tax computed by the statutory federal income tax rate of 34% and NCRI's income tax expense as reflected in the consolidated financial statements is as follows:

| | 2014 | 2013 |
|--|-------------------|-------------------|
| Income tax at statutory federal income tax rates | \$ 143,900 | \$ 101,148 |
| Increase attributable to: | | |
| State income tax, net of federal income tax benefit | 9,854 | 13,548 |
| Change in state tax rate | (13,769) | - |
| Other | 1,094 | 2,785 |
| Transfer of assets not eligible for tax depreciation | - | 768,000 |
| | <u>\$ 141,079</u> | <u>\$ 885,481</u> |

The Company's taxable subsidiary, NC Railroad Inc. has a deferred income tax liability at December 31, 2014 and 2013 as follows:

| | 2014 | 2013 |
|---|---------------------|---------------------|
| Noncurrent deferred tax liability, property and equipment | <u>\$ 1,147,000</u> | <u>\$ 1,234,000</u> |

The Company's total tax expense for 2014 and 2013 is summarized as follows:

| | 2014 | 2013 |
|---------------------------------------|-------------------|-------------------|
| Current income tax expense | \$ 228,079 | \$ 184,481 |
| Deferred income tax (benefit) expense | <u>(87,000)</u> | <u>701,000</u> |
| Total income tax expense | <u>\$ 141,079</u> | <u>\$ 885,481</u> |

The Company has determined that it does not have any material unrecognized tax benefits or obligations as of December 31, 2014 and 2013. With few exceptions, the Company is no longer subject to income tax examinations by the federal, state, or local tax authorities for years before 2011.

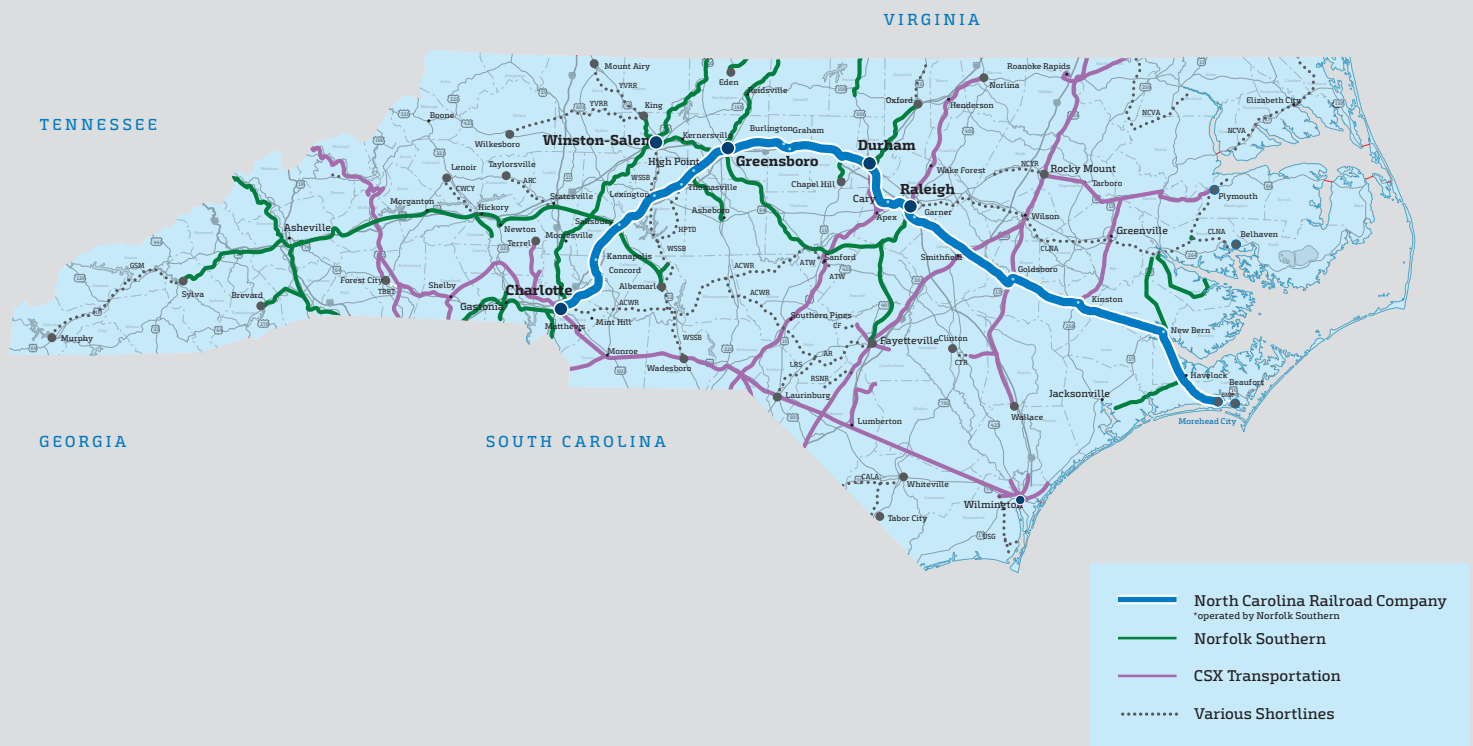
Note 8 - Advertising

The Company paid \$63,855 and \$52,870 in advertising expenses for 2014 and 2013, respectively.

Note 9 - Subsequent Event

The Company has evaluated subsequent events through April 30, 2015, which is the date the financial statements were available to be issued.

NORTH CAROLINA RAILROAD COMPANY CORRIDOR MAP



ANNUAL REPORT 2014

NORTH CAROLINA RAILROAD COMPANY

2809 Highwoods Blvd.
Raleigh, NC 27604
www.ncrr.com



NORTH CAROLINA
RAILROAD
C O M P A N Y